

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
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RECORDATION NO. 23607-A FILED
AUG 8 '01 10-18 AM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

July 30, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sublease Agreement dated November 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number 23607.

The names and addresses of the parties to the enclosed document are:

Sublessor: Dial and Companies, Inc.
3340 Camp Bowie Blvd
Ft. Worth, TX 76107

Sublessee: Seminole Electric Cooperative, Inc.
16313 North Dale Maury Highway
Tampa, FL 33688-2000

A description of the railroad equipment covered by the enclosed document is:

Up to 337 railcars currently within the series CWEX 4001 - CWEX 4345 to be re-marked COAX 4001 - COAX 4345

Mr. Vernon A. Williams
July 30, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Sublease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF SUBLEASE AGREEMENT

Memorandum of sublease agreement, made and entered into on November 30, 2000 by and between Dial and Companies, Inc., as sublessor (the "Sublessor") and Seminole Electric Cooperative, Inc., as sublessee (the "Sublessee").

WITNESSETH:

The undersigned have entered into that certain Full Maintenance Rail Car Leasing Agreement ("the Sublease Agreement") dated as of November 30, 2000, whereby the Sublessor has agreed to sublease to the Sublessee and the Sublessee has agreed to lease from the Sublessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Sublease Agreement.

Dial and Companies, Inc.

Seminole Electric Cooperative, Inc.

By: _____

By: _____

Its: _____

Its: _____

State of Texas)
County of Tarrant) SS.

BEFORE ME, the undersigned notary, on this day personally appeared Darrell Dial, to me personally known who, being by me duly sworn, says that he/she is a President of Dial and Companies, Inc. ("Company"), that the above Memorandum of Sublease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

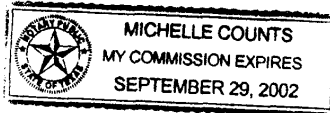
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of November, 2000.

[SEAL]

Michelle Counts
NOTARY PUBLIC

My Commission Expires: 9-29-02

State of Texas)
County of Tarrant) SS.



BEFORE ME, the undersigned notary, on this day personally appeared _____, to me personally known who, being by me duly sworn, says that he/she is a _____ of Seminole Electric Cooperative, Inc. ("Company"), that the above Memorandum of Sublease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ day of _____, 2000.

[SEAL]

NOTARY PUBLIC

My Commission Expires:

RECORDATION NO. 23607-A FILED

AUG 8 '01 10:18 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AGREEMENT

Memorandum of sublease agreement, made and entered into on November 30, 2000 by and between Dial and Companies, Inc., as sublessor (the "Sublessor") and Seminole Electric Cooperative, Inc., as sublessee (the "Sublessee").

WITNESSETH:

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Dial and Companies, Inc.

By: _____
Its: _____

Seminole Electric Cooperative, Inc.

By: John W. Geeraerts
Its: Vice President Financial Services

State of _____)
County of _____) SS.
_____)

BEFORE ME, the undersigned notary, on this day personally appeared _____, to me personally known who, being by me duly sworn, says that he/she is a _____ of Dial and Companies, Inc. ("Company"), that the above Memorandum of Sublease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ day of _____, 2000.

[SEAL]

NOTARY PUBLIC

My Commission Expires:

State of Florida)
County of Hillsborough) SS.
_____)

BEFORE ME, the undersigned notary, on this day personally appeared John W. Geeraerts, to me personally known who, being by me duly sworn, says that he/she is a Vice President of Financial Services of Seminole Electric Cooperative, Inc. ("Company"), that the above Memorandum of Sublease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of November, 2000.

[SEAL]

Vickie J. Richard
NOTARY PUBLIC

My Commission Expires:



Vickie J. Richard
Commission # CC 967189
Expires Sep. 28, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

EXHIBIT A TO
MEMORANDUM OF SUBLEASE AGREEMENT

Description of Leased Equipment

- (a) Up to 337 Aluminum BethGon Coalporter 286,000 gross rail load Units manufactured by Johnstown America Corporation, Freight Unit Division, in 1996 presently bearing numbers in the series CWEX 4001 to CWEX 4345 to be renumbered in the series COAX 4001 to COAX4345; and